

Law Offices of

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October 12, 2004

RECORDATION NO. 25237-A FILED

OCT 12 '04 12:28 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Re: The Burlington Northern and Santa Fe Railway Company
Leveraged Lease Financing
BNSF 2004-G

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of the Trust Indenture and Security Agreement (BNSF 2004-G), dated as of October 13, 2004, between CFT Investments 5 LLC, as Lessor (the "Lessor"), and Wells Fargo Bank Northwest, National Association, as indenture trustee (the "Indenture Trustee"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement (BNSF 2004-G), dated as of October 13, 2004, between The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee") and CFT Investments 5 LLC, as Lessor, which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

Lessor: CFT Investments 5 LLC
c/o GE Transportation Finance, Inc.
Aviation House
Shannon, Co. Clare
Ireland
Attention: Operations Manager - Transportation

Indenture Trustee: Wells Fargo Bank Northwest, National Association
MAC: U1228-120
299 South Main Street
Salt Lake City, Utah 84111

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1586684

Law Offices of
CHAPMAN AND CUTLER LLP

Memorandum of Equipment Lease Agreement (BNSF 2004-G) between CFT Investments 5 LLC, as Lessor, and The Burlington Northern and Santa Fe Railway Company, as Lessee.

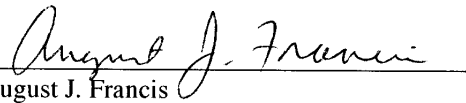
A fee of thirty dollars (\$30.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2977).

Sincerely,

CHAPMAN AND CUTLER LLP

By 
August J. Francis

AJF:mg
Enclosures

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44 CW Diesel Electric Locomotives	40	BNSF 5055 through BNSF 5062, inclusive; BNSF 5064; BNSF 5065; BNSF 5500 through BNSF 5529, inclusive

RECORDATION NO. 25237-A FILED

**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT
(BNSF 2004-G)**

OCT 12 2004

12-28 PM

SURFACE TRANSPORTATION BOARD

Memorandum of Trust Indenture and Security Agreement, made and entered into as of October 13, 2004, by and between CFT Investments 5 LLC, a Delaware limited liability company, as Lessor ("*Lessor*"), and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2004-G), dated as of October 1, 2004 (the "*Trust Indenture*"), by which the Lessor has granted a security interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Lessor's performance of its obligations as described in the Trust Indenture.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

CFT INVESTMENTS 5 LLC

By: GENERAL ELECTRIC CAPITAL SERVICES,
INC., its Member

By 
Name: **T. RODNEY SIMONS**
Title: **ATTORNEY-IN-FACT**

Executed on this 7th day of October, 2004.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION

By _____
Name:
Title:

Executed on this ____ day of October, 2004.

**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT
(BNSF 2004-G)**

Memorandum of Trust Indenture and Security Agreement, made and entered into as of October 13, 2004, by and between CFT Investments 5 LLC, a Delaware limited liability company, as Lessor ("*Lessor*"), and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2004-G), dated as of October 1, 2004 (the "*Trust Indenture*"), by which the Lessor has granted a security interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Lessor's performance of its obligations as described in the Trust Indenture.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.


CFT INVESTMENTS 5 LLC

By: GENERAL ELECTRIC CAPITAL SERVICES,
INC., its Member

By _____
Name:
Title:

Executed on this ____ day of October, 2004.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION

By  _____
Name: Brett R. King
Title: Vice President

Executed on this 12th day of October, 2004.

State of Connecticut

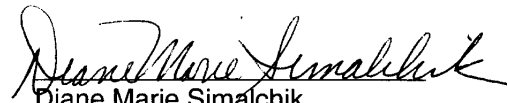
ss. (Stamford)

County of Fairfield

On this 7th day of October 2004, before me, Diane Marie Simalchik, the undersigned officer, personally appeared T. Rodney Sirmons, who acknowledged himself to be an Attorney-in-Fact of General Electric Capital Services, Inc., who is the Member of CFT Investments 5 LLC, and that he as Attorney-in-Fact, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Attorney-in-Fact.

In witness whereof I hereunto set my hand.

DIANE MARIE SIMALCHIK
Notary Public
My Commission Expires November 30, 2005


Diane Marie Simalchik
Notary Public

My Commission Expires:
November 30, 2005

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of October, 2004, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of CFT INVESTMENTS 5 LLC, that said instrument was signed on October ____, 2004 on behalf of said company by authority of its member, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Utah)
) SS.:
COUNTY OF Salt Lake)

On this, the 12th day of October, 2004, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on October 12, 2004 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Janice Bryant
Name:
Notary Public
My Commission Expires:
Residing in _____

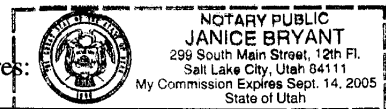


EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44 CW Diesel Electric Locomotives	40	BNSF 5055 through BNSF 5062, inclusive; BNSF 5064; BNSF 5065; BNSF 5500 through BNSF 5529, inclusive